

PROXY FORM
for the Annual General Meeting
of BenevolentAI
to be held on 30 June 2022 at 3:00pm CEST
(the “AGM”)

A shareholder of BenevolentAI has the right to vote by giving voting instructions via this proxy form.

The following conditions apply:

1. Your voting form will be taken in consideration only if:
 - a. this proxy form is received by ABN AMRO Bank N.V. no later than 27 June 2022 at 5:00pm CEST at ava@nl.abnamro.com; and
 - b. this proxy form is signed, together with a copy of a valid identity document and a certificate showing the number of shares recorded in your account on the Record Date.
2. The voting form pertains to all shares held by you on the record date of the AGM, being 16 June 2022 (the “Record Date”).
3. By signing this voting form, you confirm that you will have voting rights on all shares held by you on the Record Date.
4. By signing this voting form, you authorize the Proxy Holder (as defined below) to vote at the AGM in accordance with your proxy form.
5. Agenda items may be stated on this voting form in abbreviated form.
6. You can direct any questions you may have concerning this voting form to ABN AMRO Bank N.V. at ava@nl.abnamro.com.

AGM of BenevolentAI to be held on 30 June 2022, beginning at 3:00pm CEST

The following agenda items are scheduled for the AGM:

(1) Presentation of the management report of the board of directors of the Company (the “Board of Directors”) and the reports of the independent auditor on the stand-alone financial statements of the Company (the “Company Financial Statements”) and on the consolidated financial statements of the Company and its subsidiary (the “Consolidated Financial Statements”) for the financial year 2021 in each case prepared in accordance with the International Financial Reporting Standards as adopted by the European Union.

(2) Approval of the Consolidated Financial Statements for the financial year 2021.

Draft resolution (Resolution I)

The Annual General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approves the Consolidated Financial Statements for the financial year 2021 in their entirety, showing a consolidated net loss of EUR 17,423,005, established in accordance with IFRS as adopted by the European Union.

(3) Approval of the Company Financial Statements for the financial year 2021.

Draft resolution (Resolution II)

The Annual General Meeting, after having reviewed the management report of the Board of Directors and the report of the independent auditor, approves the Company Financial Statements for the financial year 2021 in their entirety, showing a net loss of EUR 8,910,374.93 for the Company as parent company of its subsidiary, as compared to the consolidated net loss of the group of EUR 17,423,005, established in accordance with IFRS as adopted by the European Union.

(4) Allocation of the results and the remuneration of the members of the Board of Directors in relation to the financial year 2021.

Draft resolution (Resolution III)

The Annual General Meeting acknowledges the net loss on a stand-alone basis of EUR 8,910,374.93 and that therefore no allocation to the Company’s legal reserve is required.

The Annual General Meeting, upon the proposal of the Board of Directors, decides to allocate the results of the Company based on the Company Financial Statements for the financial year 2021 as follows:

Net loss for the year	EUR 8,910,374.93
Profit brought forward (Report à nouveau)	--
Results to be allocated and distributed	--
Allocation to the legal reserve	--

Loss carried forward	EUR 8,910,374.93
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The Annual General Meeting noted that the remuneration of the members of the Board of Directors in relation to the financial year 2021 was nil.

(5) Discharge of the members of the Board of Directors in relation to the financial year 2021.

Draft resolution (Resolution IV)

The Annual General Meeting decides to grant discharge to the members of the Board of Directors in relation to the financial year 2021.

(6) Appointment of an independent auditor in relation to the Company Financial Statements and the Consolidated Financial Statements for the financial year 2022.

Draft resolution (Resolution V)

The Annual General Meeting decides to appoint PricewaterhouseCoopers, *société coopérative*, with registered office at 2, rue Gerhard Mercator L-2182 Luxembourg, Grand-Duchy of Luxembourg and registered with the Luxembourg trade and companies register (*Registre de Commerce et des Sociétés, Luxembourg*) under number B65477, as independent auditor to perform the independent audit of the Company Financial Statements and the Consolidated Financial Statements regarding the financial year 2022.

(7) Acknowledgment of the resignation of Mr. Kenneth Mulvany as member of the Board of Directors, granting of provisional discharge to such resigning member and appointment of Ms. Susan Liautaud for a term ending on the date of the annual general meeting of shareholders of the Company to be held in 2025. It is proposed that Ms. Susan Liautaud acts as a Non-Executive Director.

Draft resolution (Resolution VI)

The Annual General Meeting resolves to acknowledge the resignation of Mr. Kenneth Mulvany as member of the board of directors of the Company with effect as of 30 June 2022, and further resolves to grant him full provisional discharge for the exercise of his mandate for the period from 22 April 2022 to 30 June 2022.

The Annual General Meeting further resolves to appoint Ms. Susan Liautaud, born in Oakland, California, on 27 December 1962, professionally residing at 9, rue de Bitbourg, L-1273 Luxembourg, Grand Duchy of Luxembourg as member of the board of directors of the Company, for a term ending on the date of the annual general meeting of shareholders of the Company to be held in 2025 and with effect as of 30 June 2022.

The Annual General Meeting notes and acknowledges that it is proposed that Ms. Susan Liautaud acts as a non-executive director.

(8) **Approval of the amended remuneration policy of the Company**

Draft resolution (Resolution VII)

The Annual General Meeting resolves to approve the amended remuneration policy of the Company to allow the provision of share linked awards to non-executive directors.

VOTING FORM

INDICATE YOUR CHOICES AS FOLLOWS BELOW IN BLUE OR BLACK INK

I wish to instruct the chairperson of the AGM (the "Proxy Holder") to vote as follows at the AGM of BenevolentAI to be held on 30 June 2022:

Resolution	In favour	Against	Abstain
I	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
II	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
III	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
IV	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
V	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
VI	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
VII	<input type="radio"/>	<input type="radio"/>	<input type="radio"/>
Number of Shares of BenevolentAI			
Name:			
Address			
City/town			

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Signature (please sign within box)

Date

This voting form is only valid if dated, signed and accompanied by a copy of your valid identity document and (if you represent a legal person) a copy of a recent extract of the Chamber of Commerce.